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Attorneys for Cantor Fitzgerald Securities,
as Administrative Agent and Collateral Agent under
the Superpriority Junior Lien Secured Debtor-
in-Possession Credit Agreement

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
SEARS HOLDING CORPORATION., <u>et al.</u> ,	:	Case No. 18-23538 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	X	

**NOTICE OF APPEARANCE AND
REQUEST FOR NOTICES AND PAPERS**

PLEASE TAKE NOTICE that the undersigned hereby appears as counsel for Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent (collectively, the “Junior DIP Agent”) under the Superpriority Junior Lien Secured Debtor-in-Possession Credit Agreement, pursuant to Federal Rules of Bankruptcy Procedure 2002, 3017(a), 9007, 9010 and 11 U.S.C. § 1109(b), and requests that copies of any and all notices, pleadings, motions, orders to show cause, applications, presentments, petitions, memoranda, affidavits, declarations, orders, disclosure statement(s) and plan(s) of reorganization, or other documents, filed or entered in this case, be transmitted to:

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PLEASE TAKE FURTHER NOTICE that, in accordance with Federal Rule of Bankruptcy Procedure 3017(a), this request also constitutes a request in writing for copies of any disclosure statement or plan filed in these cases.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any prior or later appearance, pleading, claim, or suit shall waive any right of the Junior DIP Agent (1) to have final orders in non-core matters entered only after de novo review by a District Court judge, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims,

defenses, setoffs or recoupments, under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
December 4, 2018

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

By: /s/ David A. Rosenzweig
David A. Rosenzweig

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Notice of Appearance was served on December 4, 2018 through the Court's CM/ECF System on all parties registered to receive service through the Court's CM/ECF system.

/s/ David A. Rosenzweig
David A. Rosenzweig